

AEQUS LIMITED*

**AEQUS CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)**

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* Formerly known as Aequs Private Limited

INTRODUCTION:

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("**Code of Fair Disclosure Code**") has been framed based on the principles of fair disclosure outlined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended ("**SEBI PIT Regulations**"), specifically under Regulation 8 read with Schedule A of the SEBI PIT Regulations.

The Purpose of the Code is to clearly outline procedures and practical guidelines that would be followed by Aequs Limited (the "**Company**") for the consistent, transparent, regular and timely public disclosure and dissemination of unpublished price sensitive information ("**UPSI**").

The Company is committed to factual, timely and accurate disclosures.

APPLICABILITY:

This Code shall be applicable and binding on all the employees, officers, directors and those persons Authorized to speak on behalf of the Company.

DEFINITIONS:

- i. **Act** means the Securities and Exchange Board of India Act, 1992.
- ii. **Applicable Law** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, including any amendments thereto, or any statute, law, listing agreement, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications, circulars or other governmental instruction and/or mandatory standards and or guidance notes as may be applicable in the matter of trading by an Insider (*defined below*).
- iii. **Audit Committee** means Audit Committee of the Board constituted as per the regulatory requirements.
- iv. **Board** means the Board of Directors of the Company.
- v. **CFO** means the Chief Financial Officer of the Company.
- vi. **CIRO means** any person as may be nominated from time to time, as the Chief Investor Relation Officer of the Company for the purpose of this Code.
- vii. **Compliance Officer** shall mean the Company Secretary or any senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI PIT Regulations, and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules of preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified under the SEBI PIT Regulations under the overall supervision of the Board.

Explanation – For the purpose of this regulation, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

- viii. **Company Shares** shall mean Securities of the Company

- ix. **Connected Person means:**

- (i) Any person who is or has been, during the six months prior to the concerned act, been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself / herself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established: -

- A Relative of connected persons specified in clause (i); or
- A holding company or associate company or subsidiary company; or
- An intermediary as specified in Section 12 of the Securities and Exchange Board of India Act, 1992 or an employee or director thereof; or
- An investment company, trustee company, asset management company or an employee or director thereof; or
- An official of a stock exchange or of clearing house or corporation; or
- A member of Board of trustees of a mutual fund or a member of the Board of Directors of the asset management company of a mutual fund or is an employee thereof; or
- A member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- An official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- A banker of the Company; or
- A concern, firm, trust, Hindu Undivided Family, company, or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent of the holding or interest; or
- A firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (ix) is also a partner; or
- A person sharing household or residence with a connected person specified in sub-clause (i) of clause (ix).

Connected Person Includes Employees who have resigned and relieved from the services upto 6 months from the date of relieving

x. **Designated Person(s) for the Company shall include the following persons:**

- a) CEO and employees two level below CEO of the Company and its material subsidiary.
- b) All Directors, Key Managerial Personnel, Senior Management Personnel, All Employees of designation Associate Vice President and above, Functional/ Departmental Heads, All employees in Secretarial, Information Technology, Business Finance.
- c) Employees in Finance & Accounts, Investor Relations, Tax, Audit, Legal, Risk & Assurance, Trust & Safety, Corporate Development, and Public Relations and other employees that have been granted access to UPSI.
- d) Employee of material subsidiaries designated as such on the basis of their functional role or as by board of directors.
- e) Support staff of co./ intermediary/ fiduciary e.g. consultants having access to UPSI.
- f) Any other person identified by **CEO/MD/CFO in consultation with the Compliance Officer** on the basis of their functional role and where such function would provide them access to UPSI.

xi. **"Fiduciaries"** shall mean professionals such as lender(s), bank(s), analyst(s), merchant(s) banker(s), legal advisor(s), auditor(s), audit firm(s), diligence professional(s), insolvency professional(s) or other advisor(s) / consultant(s) etc., assisting, advising or engaging with the Company from time to time.

xii. **"Generally available"** means information that is accessible to the public on a non- discriminatory basis. Information which is published on the website of Stock Exchange/s where the securities of the Company are listed or published by way of a press release by the Company would ordinarily be considered generally available and shall not include unverified event or information reported in print or electronic media.

xiii. **"Relative"** of a person means a spouse (which includes any individual, who has been identified/declared as live-in and/or same gender partner) or the parent, sibling or child of that **person or his or her spouse, if they are either dependent financially on such person or consult such person** in taking decisions relating to Trading in securities.

- xiv. **"Insider"** means any person who is: i) a connected person; or ii) in possession of or having access to unpublished price sensitive information;
- xv. **"Material Subsidiary"** shall have the same meaning assigned to it under Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. This includes a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.
- xvi. **"KMP"** means persons as defined in Section 2(51) of the Companies Act, 2013
- xvii. **"PIT Code"** shall mean Code of Conduct for Prevention of Insider Trading of the Company
- xviii. **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
- xix. **"Stock Exchange(s)"** shall mean the recognized stock exchange(s) on which the Securities of the Company are listed.
- xx. **"Unpublished Price Sensitive Information ("UPSI")"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
 - a) Financial Results;
 - b) Dividends;
 - c) Change in capital structure;
 - d) Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
 - e) Changes in key managerial personnel of the Company, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
 - f) Change in rating(s), other than ESG rating(s);
 - g) Fund raising proposed to be undertaken;
 - h) Agreements, by whatever name called, which may impact the management or control of the
 - i) company;
 - j) Fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
 - k) Resolution plan/restructuring or one time settlement in relation to loans/borrowings from banks/financial institutions;
 - l) Admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
 - m) Initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
 - n) Action(s)_initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
 - o) Outcome of any litigation(s) or dispute(s) which may have an impact on the company;
 - p) Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business; &
 - q) Granting,_withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1 – For the purpose of sub-clause (j):

- 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

- 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2-

For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

OVERSEEING AND CO-ORDINATING DISCLOSURE:

The Board of the Company shall designate a senior officer as the Chief Investor Relations Officer ("CIRO") from time to time, who would be responsible to ensure timely, adequate, uniform and universal dissemination of information and disclosure of UPSI pursuant to this Code as required under the SEBI PIT Regulations so as to avoid selective disclosures.

Employees must not respond under any circumstances to inquiries from the stock exchanges, the media or others, unless authorized to do so by any of the Director of the Company.

BASIC PRINCIPLES OF DISCLOSURES:

- The CIRO shall ensure:
 - 1) Prompt public disclosures of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available;
 - 2) Uniform and universal dissemination of UPSI to avoid selective disclosure; and
 - 3) Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to ensure that this information is made generally available.
 - 4) Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
 - 5) Ensure that information shared with analysts and research personnel is not UPSI.
 - 6) Development of best practices to post recordings or transcripts of analyst meetings and investor conferences on the Company's website promptly to ensure transparency.
 - 7) Handling of all UPSI on a need-to-know basis.
- It is clarified that information to be termed UPSI should be specific and intended to be generally made available at a point of time to ensure it does not lead to creation of a false market in securities. For the purpose of disclosure, the CIRO may consult such officials within the Company to ensure the correctness and credibility of the UPSI.
- The CIRO should authorize disclosure or dissemination of UPSI (i) by way of intimation to the stock exchanges, such that further disclosure can be made from the stock exchange websites; (ii) on the official website to ensure official confirmation and documentation; and (iii) in any other manner as may be decided by the CIRO to facilitate uniform and universal dissemination of UPSI.
- All communications of UPSI with the stock exchange shall be approved by the CIRO and communicated through appropriate personnel under his direction.
- The CIRO shall also be responsible for overseeing the contents of UPSI to be posted on the website of the Company for the purposes of this code and shall give appropriate directions for the publication of the same. No other person shall be authorised to post any UPSI in the absence of any directions from the CIRO.

- Disclosures must be complete in all material respects and should not be misleading.
- To facilitate timely disclosure of UPSI, all employees, designated persons or insiders will be required to communicate any UPSI to the CISO as soon as credible and concrete information comes into being.
- If information is accidentally disclosed without prior approval out of accidental omission, selectively, inadvertently or otherwise, then the person responsible shall inform the CFO/CISO immediately, even if the information is not considered price sensitive. The CFO/CISO shall promptly take appropriate corrective actions, including informing Stock Exchanges, to make the information generally available.
- The CFO/CISO shall handle all the UPSI on a need-to-know basis only, post executing the Non-Disclosure/Confidentiality Agreement or on serving notices of confidentiality. In case of any doubt, the CFO/CISO shall consult and seek approval of the Managing Director and Chief Executive Officer before dissemination of such information.

DELAY IN DISCLOSING MATERIAL INFORMATION:

Under certain circumstances, the Company may keep UPSI confidential for a limited period of time because immediate disclosure may compromise certain strategic business opportunities of the Company or may not be disclosable due to third-party confidentiality restrictions or uncertainty of events.

The determination of when not to disclose UPSI immediately shall be made by any Executive Director of the Company.

RESPONDING TO MARKET RUMOURS:

The CISO shall ensure that appropriate and fair responses are provided to queries on news reports and requests for verification of market rumors by Regulatory Authorities.

MEDIUM OF DISCLOSURE/DISSEMINATION:

The Company shall disseminate all credible and concrete UPSI on a continuous and in a timely manner to stock exchanges where its securities are listed in accordance with the requirements of applicable law and thereafter to the press.

As a good corporate practice, the UPSI disclosed to the Stock Exchanges and to the Press may also be supplemented by prompt updates on the Company's website. The Company may also consider other modes of public disclosures of UPSI so as to improve investor access to the same.

GENERAL OBLIGATION OF PRESERVING UPSI:

All employees, directors and insiders of the Company are required to ensure that handling of all UPSI, including onward communication, is done on a need-to-know basis and in line with any other applicable codes, policies and procedures of the Company, including, specifically, this Code and the Insider Trading Code; except that are required to be disclosed in performance of his or her duties or under applicable laws or regulations or in legal proceedings.

DISCLOSURE / DISSEMINATION OF PRICE SENSITIVE INFORMATION WITH SPECIAL REFERENCE TO ANALYSTS, RESEARCH PERSONNEL, INSTITUTIONAL INVESTORS:

- a) Only generally available public information should be provided to the analyst/research persons, institutional investors, and fund managers. In case there is any unintentional disclosure of UPSI to analysts, research personnel or institutional investors, the same should also be made generally available information at the earliest.
- b) To bring in uniformity of information dispersal, the CFO/CISO, along with at least one representative of the Company, wherever possible may be present at meetings with analysts, research personnel, brokers or Institutional Investors and discussion shall be recorded (either an audio recording or video recording). For the sake of clarity, no person except those authorized shall disclose any information at such meetings.

- c) The Company should be cautious while dealing with analysts, research personnel and Institutional investors that raise questions beyond the intended scope of discussions. Unanticipated questions may be taken on record and a careful response may be provided later.
- d) The Company shall make written transcripts and audio/ video recordings of the meetings or other interactions with analysts, research personnel, brokers or Institutional Investors, available on the website of the Company and intimate to the Stock Exchanges within given statutory time limit.
- e) If any UPSI is shared in any meetings with analysts/research personnel/investor meet (attended by persons representing the Company, whether one on one or group meet), it shall tantamount to "selective disclosure" and accordingly the Company will disclose audio recordings or transcripts of all such information where UPSI is shared irrespective of whether the meeting was organized by the Company or any other entity.

POLICY FOR DETERMINATION OF "LEGITIMATE PURPOSES"

In line with clause 2A of Regulation 3 of the SEBI PIT Regulations, Policy for determination of legitimate purposes is provided under Annexure 1 of this Code.

MAINTENANCE OF DISCLOSURE RECORDS:

The Company shall maintain and store records in respect of disclosures made by it through any means under the relevant provisions of the Companies Act, 2013, Rules made thereunder, SEBI Act, 1992, rules, regulations and guidelines issued there under and the Listing Agreements, for audit and future reference.

AEQUS SECURITIES DEALING CODE:

No Employee including his/her immediate Relatives shall either on his/her own behalf or on behalf of any other person, trade or undertake to trade or cause to trade in the Securities of the Company

- a) when he/she is in possession of any Unpublished Price Sensitive Information and
- b) during the Restricted Trading Period.

"Restricted Trading Period" shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by Audit Committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

ENFORCEMENT:

In case of any violation of the Fair Disclosure Code by the Designated Person (including for his / her Relatives), penal action may be taken against such person by the Company pursuant to the Applicable Law. Additionally such persons may also be subjected to disciplinary action including termination of employment, suspension, wage freeze, forfeiture of vested options, non-participation in future employee stock option or any other appropriate action as may be decided by the Audit Committee / Inquiry Committee.

Action taken by the Company for violation of this Fair Disclosure Code against any Designated Person will not preclude SEBI from initiating any action for violation of the SEBI PIT Regulations or any other applicable laws, rules, directions, etc. Accordingly, in addition to the action taken by the Company, the person violating this Fair Disclosure Code and SEBI PIT Regulations will also be subject to action by SEBI including but not limited to monetary penalties or imprisonment as per Applicable Law.

AMENDMENTS AND MODIFICATION:

The Board reserves the power to review and amend this Code from time to time. All provisions of this Code would be subject to revision / amendment in accordance with applicable laws as may be issued by relevant statutory, governmental and regulatory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.

Note: Words not defined herein shall have the meaning as per the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015

ANNEXURE 1

POLICY FOR DETERMINATION FOR LEGITIMATE PURPOSES FOR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (Under clause 2A of regulation 3 read with regulation 8 of the SEBI PIT Regulations)

1. Under this Code, "Legitimate Purpose" shall mean and include sharing of UPSI in the ordinary course of business, on a need-to-know basis, by an insider with partner(s), collaborator(s), lender(s) (including prospective lenders), customer(s), supplier(s), merchant banker(s), banker(s), legal advisor(s), auditor(s), insolvency professional(s), registered valuer(s), other advisor(s) or consultant(s), credit rating agencies, or such other person as may be required for furtherance of business interest of the Company, provided that such sharing has not been carried out to evade or circumvent the prohibition of the SEBI PIT Regulations.

For example, sharing of information in the ordinary course of business for the purpose of consolidation of accounts would be considered as Legitimate Purpose. The Legitimate Purpose shall also inter alia include sharing of the UPSI in relation to the following:

- a) Sharing the information upon an action, subpoena or order of a court of competent jurisdiction;
 - b) Sharing the information for any requirement of legal process, regulation or governmental order, decree or as per applicable laws, rules and regulations;
 - c) Sharing of information for the purposes of obtaining regulatory licenses and approvals etc.;
 - d) Sharing for obtaining advice or/ and transaction support for evaluating new products, business opportunities and lines of business;
 - e) Sharing for obtaining various credit facilities or loans, giving guarantees, or providing security from/to banks, financial institutions, or other lenders.
 - f) Sharing for the process related to disclosure of events set out in Schedule III to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
 - g) Arising out of business requirement including requirement for the purposes of promoting the business and strategies of organization.
 - h) Sharing of UPSI for any purpose for performance of routine operations of the Company and/ or for the furtherance of business, strategies or objectives of the organization.
 - i) Sharing for a genuine, reasonable or a bona fide business determined by the CFO/CIRO in conjunction with the Managing Director and Chief Executive Officer of the Company.
 - j) Sharing of UPSI for any other purpose as may be prescribed under the securities regulations or company law or any other law for the time being in force.
 - k) Sharing of such information as may be determined by the Audit Committee from time to time.
2. Whether sharing of UPSI for a particular instance tantamount to 'Legitimate Purpose' shall entirely depend on the specific facts and circumstances of each case. Primarily, the following factors should be considered while sharing of UPSI:
 - a) Whether sharing of such UPSI is in the ordinary course of business of the Company;
 - b) Whether information is sought to be shared to evade or circumvent the prohibition of the Insider Trading Regulations;
 - c) Whether sharing of such UPSI is in the best interest of the Company or in furtherance of a genuine commercial purpose; and
 - d) Whether the nature of UPSI being shared is commensurate with the purpose for which access is sought to be provided to the recipient.
 3. No insider shall communicate, provide, or allow access to any UPSI, relating to securities of the Company or securities proposed to be listed by the Company, to any person including other insiders except where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.

4. No person shall procure from or cause the communication by any insider of UPSI, relating to securities of the Company or securities proposed to be listed by the Company, except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.
5. Any person in receipt of UPSI pursuant to Legitimate Purpose shall be considered an "insider" for the purpose of these regulations and due notice shall be given to such persons to maintain confidentiality of UPSI in compliance with the SEBI PIT Regulations. Such person is also required to ensure the confidentiality of UPSI shared with him, in compliance with the SEBI PIT Regulations.
6. The Company shall ensure that a Structured Digital Database (SDD) is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared or who has shared UPSI along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained on the servers managed by the Company with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database. This digital database should be preserved for a period of not less than eight years after completion of relevant transactions.

7. Request for Determination of Legitimate Purpose and sharing of UPSI

The request for determination of legitimate purpose and sharing of UPSI shall clearly specify the following:

- (a) Brief particulars of assignment for which UPSI is sought to be shared.
- (b) Nature and brief details of UPSI sought to be shared.
- (c) Rationale for sharing of UPSI.

The above request should also be accompanied by following details of all persons, whether natural or legal, with whom the information is intended to be shared, who shall also be governed by the provisions of the PIT Regulations during such period of access of UPSI and till fair disclosure of the UPSI communicated by the Company to such persons:

- (a) Name of the natural / legal person or entity.
- (b) In case of legal person or entity, names of natural persons with whom information will be shared.
- (c) Correspondence address of entity and natural persons.
- (d) E-mail addresses of entity and natural persons.
- (e) Permanent Account Number ("**PAN**") of entity and natural persons.
- (f) In absence of PAN, Aadhaar Number
- (g) Contact numbers [Mobile (mandatory) and Landline (mandatory, for legal person)] of entity and natural persons.
- (h) Power of attorney / authority document authorising a natural person to act on behalf of the relevant legal person.
- (i) Such other documents / information as may be deemed necessary, by the Authorised Officer.

The requesting employee shall be responsible to ascertain the veracity of above details provided and also to update / refresh the list from time to time.

In case the requesting employee is the Authorised Officer, determination of legitimate purpose and sharing of UPSI shall be approved by the Managing Director & Group Chief Executive Officer.

8. Serving of Notice and execution of Non-Disclosure Agreements ("NDA")

A due notice shall be served to every person with whom UPSI is shared in the format prescribed in Annexure 1- A prior to sharing of information making them aware of nature of the information and liabilities attached in case of misuse or unauthorised disclosure / leakage of that information.

The Authorised Officer may in exceptional circumstances require execution of NDA with any person with whom UPSI is being shared as legitimate purpose before sharing of such information. In case of a legal person or an entity, NDA is required to be executed only with such legal person / entity which should explicitly mention that such legal person / entity shall be responsible to keep the information confidential till the time it is made generally available by the Company or any judicial, quasi-judicial or regulatory authority.

The NDA should also state that the legal person / entity shall be liable to indemnify the Company for any loss suffered due to leakage of information shared by its employees, consultants, affiliates, associates or any other person associated with the legal person / entity in any manner whatsoever and shall also be liable for punitive damages.

9. Sharing of Information

Upon legitimate purpose determined and sharing of information approved, the information requested shall be shared only on a specific drive created for the purpose which will be accessible only by persons enlisted in the request submitted to the Authorised Officer.

In case the information in question is to be shared with external persons where creation of a separate drive is not possible, such information may be shared over e-mail subject to the following controls:

- (a) Data files should be shared only on official e-mail addresses mentioned in the request given to Authorised Officer.
- (b) Data files should be password protected.
- (c) Passwords to the data files should be sent either via a separate e-mail or through SMS to a registered mobile number.
- (d) Data files along with passwords shall be made available to the Authorised Officer whenever required.
- (e) Names of data files should follow a standard naming convention in a manner that purpose should be identifiable in the file name.

In exceptional circumstances, the Authorised Personnel may require creation of a virtual data rooms ("VDR") for sharing of UPSI.

10. Creation of Virtual Data Room ("VDR")

VDR may be created in certain exceptional cases as may be decided by the Authorised Officer.

Access to the VDR, if created, must be given to only such natural persons mentioned in the list provided by the requesting employee, subject to following:

- (a) Each such natural person shall have a unique login-id and password.
- (b) Only view rights to be provided to all persons.
- (c) Download and print rights may be allowed to not more than three persons per entity.
- (d) Data files in VDR shall follow standard naming convention in a manner that purpose should be identifiable in the file name.
- (e) Data files placed in VDR shall be deleted within a period of two months from completion of purpose for which it was created. The Requesting Employee shall be responsible to ensure deletion of data files.
- (f) In any scenario, data files shall be placed in a VDR for a maximum period of one year from initiation of purpose.

11. Maintenance of digital database

A digital database of all persons with whom UPSI is shared shall be maintained in such manner to ensure time-stamping and audit trails with adequate internal controls and checks and date of sharing of the UPSI.

The requesting employee shall be responsible to update the above details in IT system deployed for the purpose. Till the time the system is not deployed, the above information must be shared with the [Compliance Officer or an Authorised Officer on real-time basis through e-mail.

12. Deviations to the process

The Authorised Officer shall be responsible to ensure compliance with the guidelines. In case any deviations are observed, those shall be reported to the Audit Committee.

13. Exceptions

Any exceptions to these guidelines must be approved by the Board of Directors of the Company.

14. Review

The guidelines shall be subject to annual review by the Audit Committee.

ANNEXURE 1-A

Format of Notice to be served to persons with whom UPSI is shared as a Legitimate Purpose

TO WHOMSOEVER IT MAY CONCERN

The recipient of the information enclosed herewith understands and acknowledges the following:

- (a) that the information is in the nature of unpublished price sensitive information ("UPSI");
- (b) that the information is highly sensitive and confidential in nature;
- (c) that the information is being shared with the recipient in furtherance of a legitimate purpose for which such recipient has been engaged with, or appointed by, the Company;
- (d) that the Company shall retain exclusive ownership of the UPSI, and the recipient shall not have any right or interest whatsoever in any of the UPSI of the Company;
- (e) that if either party informs the other party in writing that it will not proceed with the engagement or the appointment, the recipient promptly shall (a) return all tangible UPSI of the Company specifically requested by the Company, and (b) destroy all other tangible UPSI of the Company and confirm in writing that the recipient has completed such destruction in accordance with this notice;
- (f) that upon receipt of UPSI, the recipient would be deemed to be a Designated Person and would be required to comply with all applicable provisions of the Code Of Practices And Procedures For Fair Disclosure Of Unpublished Price Sensitive Information of the Company and the Code Of Conduct for Regulating, Monitoring And Reporting of Trading By Insiders of the Company (including in respect of Trades executed by his / her Immediate Relative(s));
- (g) that the recipient may use the UPSI only for the approved purposes for which it was disclosed; and
- (h) that the Company makes no representation, undertaking, warranty or guaranty whatsoever with respect to any of the UPSI, including, without limitation, the accuracy, completeness or financial feasibility of any such UPSI, and the Company shall have no liability for the recipient's use of or reliance on any such UPSI of the Company, except as expressly set forth in any definitive transaction documents (if any) entered into between the parties.

The recipient agrees and undertakes to keep the information confidential at all times until and unless it has been made generally available by the Company or by any judicial, quasi-judicial or regulatory authority or any Department of the Government of India or the Government of any State or Union Territory of India. Speculative news or mention of the information in question in media, whether print or digital, does not construe the information to be generally available.

The recipient agrees and undertakes to indemnify and keep indemnified Aequs Limited, its directors, Promoter, promoter group, officers, employees or affiliates, from and against all costs, expenses, actions, losses, damages, claims and liabilities relating to, resulting from or in any way arising out of any breach of any term of this notice including leakage or disclosure of the UPSI in question to any third party by the recipient or its directors, Promoter, promoter group, officers, employees, affiliates, persons in control of it, persons who control it, agent or advisors, except where the party in question is a judicial, quasi-judicial or regulatory authority. The recipient agrees that the indemnification obligations shall be in addition to any and all rights and remedies available to the Company under any applicable law or under equity, and that the recipient shall also be liable to be sued for punitive damages and such other remedies which may be available under applicable laws or under equity.

This notice shall survive for a period of [two] years after the date of this notice. This notice shall be governed by and construed in accordance with the laws of the India. Any litigation or other court proceedings with respect to any matter arising from or in connection with this notice shall be subject to the exclusive jurisdiction of the courts in Mumbai, India.

Regards,

For Aequs Limited

Sd/-

Authorised Officer

VERSION HISTORY

Sr. No.	Version	Approved by	Effective Date	Amendment Summary
1	1.0	Board of Directors at its meeting held on May 08, 2025	Date of listing of equity shares on any stock exchange	